

DECLARATION AS TO AFFILIATION**(Made Under Oaths and Judicial Declaration Act Cap 34 (Re 2019))****MWAMBA LIMITED LIABILITY COMPANY**

Pursuant to Article 84 of the Company's Articles of Association, we the undersigned being all the directors of the above-named Company who at the date hereof would be entitled to receive notice of, attend and vote at board meetings of the Company hereby declare to pass the following resolutions and agrees that the said resolutions shall for all purpose be as valid and effective as if the same had been passed at a board meeting of the Company duly convened and held. It resolves and declares that: -

That the above-mentioned corporation herein to be referred to as the parent company is an Exempted Company incorporated in the Cayman Island with Limited Liability (LLC) under the Cayman Companies Law CAP 22. The directors of this parent corporation are the same directors forming the board of directors in the Subsidiary corporations dully established under her general control.

That we further declare that, **MWAMBA** Parent Corporation, through her various board resolutions, established subsidiary corporation by the name **MWAMBA LLC** incorporated under the regulations of Delaware State USA with a company number 82-43-4312521 which is an affiliate with **MWAMBA** (the parent).

Furthermore, **MWAMBA (the parent company)** established another sister company with a registered name **MWAMBA MINING LIMITED** fully registered and incorporated under the company's Act. 2002 with the incorporation number 141311, according to the laws of the United Republic of Tanzania to carry on the business of Gold Mining, Exploration and Processing activities as well as manufacturing of non-metallic minerals, chemical products and other mining and quarrying activities.

That by virtual of these declarations, we **HEREBY Further** state that **MWAMBA (The parent)** authorizes **MWAMBA LCC** a sister Company registered in the USA to issue capital funds to **MWAMBA MINING LIMITED** a Tanzanian entity with the view of facilitating her gold processing project in Tanzania as well as to use her Bank statements to exhibit the financial capacity, as will be relevant to and applicable to the laws of the land. Hence **MWAMBA (the parent)** remains in full powers over both sister

companies, holding of a majority controlling shares in both corporations at 100% and 80% shares in Mwamba LLC USA and Mwamba Mining Limited respectively,

VERIFICATION;

We EDWARD DAVID CORNEW, THOMAS MARE CORNEW and ANTHONY LIYOD BAINBRIDGE as the directors of the company are jointly and together **HEREBY** states that all the information stated herein above is true decoding to the best of our knowledge.

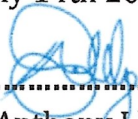
Signed:



.....
Name: Edward David Cornew
Designated Director
Date July 14th 2023




.....
Name: Thomas Marc Cornew
Designated Director
Date July 14th 2023



.....
Name Anthony Llyod Bainbridge
Designated Director
Date July 14th 2023

IN WITNESS HEREOF

Full name..... Stephen M. Kaijage
Address..... P.O. Box 5236 Mwanza
Signature..... 
Title; Commission for Oaths
Date..... 14th July 2023

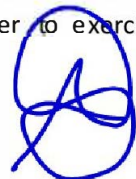


**MWAMBA
(THE "COMPANY")**

**WRITTEN RESOLUTIONS OF THE BOARD OF DIRECTORS OF THE COMPANY
PASSED IN ACCORDANCE WITH THE ARTICLES OF ASSOCIATION OF THE COMPANY**

1. FORMATION OF SUBSIDIARY UNDER THE LAWS OF DELAWARE

- (a) WHEREAS, the Board deems it to be advisable and in the best interests of the Company and its shareholders to establish a wholly-owned subsidiary of the Company in Delaware.
- (b) RESOLVED, that the directors and officers of the Company are hereby authorized to form a wholly-owned subsidiary in Delaware pursuant to any documentation required under Delaware law, to be named "MWAMBA LLC, Inc." (the "**Subsidiary**").
- (c) RESOLVED FURTHER, that the directors and officers of the Company are hereby authorized and directed to make a contribution, on behalf of the Company, of a total of \$0.01 to the capital of the Subsidiary in exchange for all of the Subsidiary's outstanding shares.
- (d) RESOLVED FURTHER, that the directors and officers of the Company are hereby authorized and directed to advance, on behalf of the Company, and to pay all of the Subsidiary's pre-incorporation expenses.
- (e) RESOLVED FURTHER, that any director or officer of the Company is authorized to execute all documents pertaining to the formation of the Subsidiary.
- (f) RESOLVED FURTHER, that any director or officer of the Company is hereby authorized:
 - (i) To designate one or more banks or similar financial institutions as depositories of the funds of the Subsidiary;
 - (ii) To open, maintain, and close general and special accounts with any such depositories;
 - (iii) To cause to be deposited into such accounts such funds of the Subsidiary as the officers of the Company may deem necessary or advisable and to endorse checks, drafts, and other instruments for deposit;
 - (iv) To authorize the use of facsimile or e-mail signatures for the signing or countersigning of checks, drafts, or other orders for the payment of money, and to enter into such agreements as banks and similar financial institutions customarily require as a condition for permitting the use of facsimile signatures; and
 - (v) To make such general and special rules and regulations with respect to such accounts as they may deem necessary or advisable and to complete, execute, and certify any customary printed blank signature card forms in order to exercise




conveniently the authority granted by this resolution and any resolutions printed on such cards are deemed adopted as a part of this resolution.

- (vi) RESOLVED FURTHER, that any director or officer of the Company is hereby authorized and directed to vote the shares of the Subsidiary owned by the Company on any and all matters coming before the stockholder of the Subsidiary, and otherwise take all action and sign any documents such officer deems necessary or desirable with respect to such shares of the Subsidiary, including any consents of stockholders made in lieu of meetings of the stockholders, such authority to continue until revoked by resolution of the Board of Directors of the Company.

2. GENERAL RATIFICATION AND AUTHORISATION

It is resolved that any actions taken, or documents executed, by any director, officer or other agent of the Company prior to, or following, the date hereof in connection with the foregoing resolutions (including the payment of any related fees and expenses) be approved, ratified and confirmed in all respects on behalf of the Company.

[Signature Page Follows]

A handwritten signature in blue ink, consisting of a large, stylized letter 'J' with a loop at the top and a horizontal stroke at the bottom.

Signed by all of the Directors:



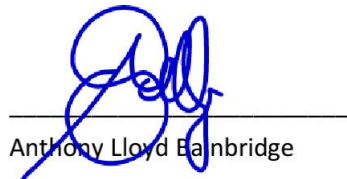
Thomas Cornew
Director

Dated: November 13 2019



Eduard Cornew
Director

Dated: November 13 2019



Anthony Lloyd Eanbridge
Director

Dated: Nov 13th 2019



TANZANIA



Register of Companies Detailed information

Information date and time: 02/06/2023 16:13:10
Last update date and time: 02/06/2023 14:57:00
Registration date and time: 21/02/2018 00:00:00

1. **Status:** Registered
2. **Incorporation number:** 141311
3. **Company:** MWAMBA MINING LIMITED
4. **Company type:** Private company Limited by shares
5. **Registered office:** Region Mwanza, District Nyamagana, Ward Nyamagana, Postal code 33101, Street CCM Building, Road Morogoro Road, Plot number Plot No.13, Block number Block B, House number Nil
6. **Contacts:** Email: info@mwambamining.com, Mob no/Tel no: 255763733203, P.O.Box 646
7. **Business activity:** 0710 - Mining of iron ores, Main activity
2399 - Manufacture of other non-metallic mineral products n.e.c.
2029 - Manufacture of other chemical products n.e.c.
0899 - Other mining and quarrying n.e.c., Main activity
8. **Directors / Directors in the country of origin:** Thomas Marc Cornew, American
SAMWEL EZEKIEL BAHEBE, Tanzanian
Eduard David Cornew, American
ANTHONY LLOYD BAINBRIDGE, Australian
9. **Company secretary / Company secretary in the country of origin:** OMBENI OCTAVIOUS BAHEBE, Tanzania
10. **Authorised share capital:** 5000000 TZS
11. **Class of shares:** Class Ordinary: 10000 shares, 500 TZS/share, 5000000 TZS
12. **Shareholders:** SAMWEL EZEKIEL BAHEBE Class Ordinary 2000 shares taken
MWAMBA Class Ordinary 8000 shares taken

Information ordered by: SAMWEL BAHEBE

NOTE. Information printed from the Register of Company is true and complete as per extract generation date and time. Please be advised to refer to the Online Registration System at BRELA (ors.brela.go.tz) for an up-to-date information regarding given Company.



Princ. Asst. Registrar of Companies